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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777 (HDH)
	§	
Debtors.	§	(Jointly Administered)

**SECOND INTERIM APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM JUNE 1, 2018 THROUGH AUGUST 31, 2018**

FEE APPLICATION COVERSHEET

Monthly Fee Application of:	<u>DLA Piper LLP (US)</u>
Capacity:	<u>Counsel to the Debtors and Debtors in Possession</u>
Time Period:	<u>June 1, 2018 through August 31, 2018</u>
Bankruptcy Petition Filed:	<u>March 6, 2018</u>
Date of Entry of Retention Order:	<u>April 18, 2018, Nunc Pro Tunc to March 6, 2018</u> <u>[Docket No. 264]</u>

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached hereto as **Exhibit A**.

Amount of Compensation sought as actual, reasonable, and necessary:	\$2,238,612.00 ²
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$120,762.29 ³
Total Compensation Approved by Interim Order to Date:	N/A
Total Expenses Approved by Interim Order to Date:	N/A
Total Allowed Compensation Paid to Date:	\$1,297,254.90
Total Allowed Expenses Paid to Date:	31,369.28
Blended Hourly Rate in this Application for All Attorneys:	\$824.01
Blended Hourly Rate in this Application for All Timekeepers:	\$769.38
Compensation Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed:	\$1,297,254.90
Expenses Already Paid Pursuant to a Monthly Compensation Order But Not Yet Allowed:	\$31,369.28
Number of Professionals Included in this Application:	34
Number of Professionals Billing Fewer than 15 Hours:	13

This is a(n): _____ monthly X interim _____ final application

Blended Rate of Professionals:

Professionals	Blended Rate
Partners	\$956.51
Counsel	\$909.80
Senior Associate (7 or more years)	\$834.11
Associate (4-6 years)	\$689.89
Junior Associate (1-3 years)	\$525.63

² This amount includes the voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application in the total amount of \$9,550.00.

³ This amount includes the voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application in the total amount of \$1,892.25.

Paralegal	\$331.60
Research/Litigation Analysts	\$380.00

INFORMATION REGARDING PRIOR FEE APPLICATIONS

Summary Of Prior Interim Fee Applications:

Date Filed & Period Covered	Fees and Expenses Requested		Fees and Expenses Approved		Approved Fees and Expenses Paid		Approved Fees and Expenses Remaining Unpaid		Date(s) of Orders on Interim Compensation or Reimbursement of Expenses
	Fees ⁴	Expenses	Fees	Expenses	Fees	Expenses	Fees	Expenses	
07/16/18 Dkt. No. 736 03/08/18 – 05/31/18	\$2,862,921.75	\$112,457.55	\$1,297,254.90	\$31,369.28	\$1,297,254.90	\$31,369.28	N/A	N/A	N/A

Cumulative Fee And Expense Totals Since Case Inception:

Fees and Expenses Requested ⁵		Fees and Expenses Approved		Approved Fees and Expenses Paid		Approved Fees and Expenses Remaining Unpaid		Fees and Expenses Disallowed or Withdrawn	
Fees	Expenses	Fees	Expense s	Fees	Expense s	Fee s	Expense s	Fee s	Expense s
\$5,254,376.25	\$233,668.05	\$1,297,254.90	\$31,369.28	\$1,297,254.90	\$31,369.28	N/A	N/A	N/A	N/A

⁴ This amount includes the voluntary reductions taken by DLA Piper in the First and Second Monthly Fee Applications.

⁵ These amounts include the voluntary reductions taken by DLA Piper in the First, Second and Fourth Monthly Fee Applications.

Prior Monthly Applications Filed⁶:

<i>Applications</i>					<i>CNOs</i>	
Date Filed	Docket No.	Period Covered	Total Fees	Expenses	Date Filed	Docket No.
05/14/2018	374	03/06/2018 – 03/31/2018	\$579,995.50 ⁷ (at 80%: \$463,996.40)	\$12,229.93	05/31/18	485
06/06/2018	508	04/01/2018 – 04/30/2018	\$1,041,669.75 ⁸ (at 80% \$833,359.80)	\$19,139.35	06/22/2018	610
07/16/2018	732	05/01/2018 – 05/31/2018	\$1,242,549.00 (at 80%: \$994,039.20)	\$81,088.27	N/A	N/A
07/20/2018	757	06/01/2018 – 06/30/2018	\$970,837.25 ⁹ (at 80% \$776,669.80)	\$46,571.80 ¹⁰	N/A	N/A
10/03/2018	1025	07/01/2018 – 07/31/2018	\$878,955.50 (at 80% \$703,164.40)	\$42,142.42	N/A	N/A
10/11/2018	1073	08/01/2018 – 08/31/2018	\$530,819.25 (at 80% \$424,655.40)	\$30,604.02	N/A	N/A

⁶ OHI Asset, RO, LLC filed objections to the Third Monthly Fee Application, the First Interim Fee Application and the Fourth Monthly Fee Application [Docket Nos. 790, 802].

⁷ After informal discussions with the United States Trustee, DLA Piper agreed to a voluntary reduction in the amount of \$506.50.

⁸ After informal discussions with the United States Trustee, DLA Piper agreed to a voluntary reduction in the amount of \$11,008.75.

⁹ After informal discussions with the United States Trustee, DLA Piper agreed to a voluntary reduction in the amount of \$9,550.00.

¹⁰ After informal discussions with the United States Trustee, DLA Piper agreed to a voluntary reduction in the amount of \$1,892.25.

COMPENSATION BY PROFESSIONALS
JUNE 1, 2018 THROUGH AUGUST 31, 2018¹

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
Califano, Thomas R.	Partner; Restructuring; Member of the New York Bar since 1989; Joined the Firm in 2002.	271.90	\$1,135.00	\$ 308,606.50
		42.50	\$567.50 ²	24,118.75
Klahr, Shmuel M.	Partner; Finance; Member of the New York Bar since 2005; Joined the Firm in 2011.	63.20	\$1,130.00	71,416.00
Goldberg, Eric	Partner; Restructuring; Member of the California Bar since 1992; Joined the Firm in 2015.	18.30	\$995.00	18,208.50
Jacobs, Lisa R.	Partner; Corporate; Member of the Pennsylvania Bar since 1986; Joined the Firm in 2011.	10.00	\$995.00	9,950.00
Albanese, Rachel Ehrlich	Partner; Restructuring; Member of the New Jersey Bar since 2001; Member of the New York Bar since 2002; Joined the Firm in 2016.	65.70	\$990.00	65,043.00
Simon, Daniel M.	Partner; Restructuring; Member of the Illinois Bar since 2008; Member of the Georgia Bar since 2014; Joined the Firm in 2011.	539.00	\$920.00	495,880.00
		54.10	\$460.00 ²	24,886.00
Brown, Kathy Owen	Senior Counsel; Litigation; Member of the Texas Bar since 1989; Member of the Colorado Bar since 1990; Member of the District of Columbia Bar since 1990; Joined the Firm in 2005.	41.60	\$920.00	38,272.00
Nelson, Karen	Partner; Litigation; Member of the Texas Bar since 1984; Member of the Arizona Bar since 2002; Joined the Firm in 2013.	1.60	\$775.00	1,240.00
Massiatte, Michael	Of Counsel; Employment; Member of the Texas Bar since 2000; Joined the Firm in 2018.	2.50	\$740.00	1,850.00
Mineroff, Kira L.	Associate; Finance; Member of the New York Bar since 2011; Joined the Firm in 2009.	29.00	\$905.00	26,245.00

¹ Amounts in this chart do not include voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

² Non-working travel billed at 50% of regular billing rate.

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
Corrado, Dienna	Associate; Restructuring; Member of the New York Bar since 2009; Joined the Firm in 2014.	399.70	\$875.00	349,737.50
Jamison Woods, Crystal	Associate; Employment; Member of the Texas Bar since 2010; Joined the Firm in 2018.	105.00	\$800.00	84,000.00
Zollinger, Andy	Associate; Restructuring; Member of the Texas Bar since 2009; Joined the Firm in 2008.	108.80	\$795.00	86,496.00
Avraham, David E.	Associate; Restructuring; Member of the Illinois Bar since 2012; Joined the Firm in 2014.	584.80	\$730.00	426,904.00
		41.00	\$365.00 ²	14,965.00
Grace, Kristy N.	Associate; Restructuring; Member of the Maryland Bar since 2009; Joined the Firm in 2007.	11.00	\$720.00	7,920.00
Angelo, Jason Daniel	Associate; Restructuring; Member of the New Jersey Bar since 2013; Member of the Delaware Bar since 2014; Member of the Pennsylvania Bar since 2016. Joined the Firm in 2017.	60.20	\$710.00	42,742.00
Bernardo, Micala R.	Senior Attorney; Employment; Member of the Texas Bar since 2007; Joined the Firm in 2018.	58.50	\$675.00	39,487.50
Riley, David M.	Associate; Restructuring; Member of the California Bar since 2013; Member of the new York Bar since 2016; Joined the Firm in 2016.	46.50	\$605.00	28,132.50
Nair, Tara	Associate; Restructuring; Member of the Illinois Bar since 2016; Joined the Firm in 2016.	72.00	\$535.00	38,520.00
Williams, Jade	Associate; Restructuring; Member of the Illinois Bar since 2017; Joined the Firm in 2016.	62.50	\$535.00	33,437.50
O'Connor, Breegan	Associate; Employment; Member of the Texas Bar since 2017; Joined the Firm in 2018.	31.00	\$485.00	15,035.00
Barratt, Elissa B.	Associate; Restructuring; Member of the California Bar since 2014; Member of the Georgia Bar since 2017; Joined the Firm in 2018.	30.20	\$445.00	13,439.00
Ertekin, Said	Law Clerk; Joined the Firm in 2013.	59.30	\$420.00	24,906.00
Masters, Melinda F.	Research and Knowledge Services; Business/Legal Research Analyst; Joined the Firm in 2005.	7.00	\$380.00	2,660.00

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Rate	Amount
Ashby, Francella	Senior Paralegal; Corporate; Joined the Firm in 2014.	0.50	\$375.00	187.50
Countryman, William Lee	Senior Paralegal; Restructuring; Joined the Firm in 2002.	189.50	\$355.00	67,272.50
		19.70	\$177.50 ²	3,496.75
Avalos, Angel, Jr.	Senior Paralegal; Corporate; Joined the Firm in 2018.	14.40	\$340.00	4,896.00
Eason-Hall, Erica	Senior Paralegal; Employment; Joined the Firm in 2018.	1.20	\$340.00	408.00
Grant, Derrell	Litigation Support Analyst; Litigation; Joined the Firm in 2014.	32.80	\$330.00	10,824.00
Baglanzis, Deana	Senior Paralegal; Joined the Firm in 2017.	13.10	\$305.00	3,995.50
Fox, Carolyn B.	Paralegal Specialist; Restructuring; Joined the Firm in 2011.	4.90	\$285.00	1,396.50
Ford, Jenny	Paralegal Specialist; Restructuring; Joined the Firm in 2018.	5.00	\$280.00	1,400.00
Lisko, Stephanie A.	Paralegal Specialist; Restructuring; Joined the Firm in 2016.	2.30	\$280.00	644.00
Hamilton, Rachel A.	Senior Paralegal; Litigation; Joined the Firm in 2015.	6.30	\$245.00	1,543.50
TOTALS		3,106.60		\$2,390,162.00

COMPENSATION BY PROJECT CATEGORY FOR DLA PIPER LLP (US)
JUNE 1, 2018 THROUGH AUGUST 31, 2018¹

Description	Hours	Amount
<i>Administration</i>		
Case Administration (B110)	43.50	\$ 20,379.50
Creditor Inquiries (B112)	9.80	8,031.00
Asset Analysis and Recovery (B120)	57.90	40,036.50
Asset Sales and Other Disposition of Assets (B130)	353.80	297,696.50
Adequate Protection/Relief from Stay (B140)	24.00	17,303.00
Utilities (B145)	2.70	2,162.50
Meetings and Communications with the U.S. Trustee and Creditors Committee (B150)	5.80	6,411.00
Court Hearings (B155)	202.30	145,178.00
Employment Applications (B160)	21.00	12,401.00
Fee Applications (B170)	95.60	48,092.00
Avoidance Action Analysis (B180)	5.60	5,572.00
Assumption/Rejection of Leases and Contracts (B185)	15.20	10,318.50
Litigation and Contested Matters (B190)	1,213.30	976,427.50
Non-Working Travel (B195)	157.30	67,466.50
<i>Operations</i>		
Business Operations/Strategic Planning (B210)	197.00	180,368.00
Financial Reports (Monthly Operating Reports & Schedules & Statements) (B211)	2.00	970.00
Financing/DIP/Cash Collateral Matters (B230)	261.60	204,781.00
Tax Issues (B240)	0.00	0.00
Real Estate (B250)	11.10	5,938.50
Claims Administration and Objections (B310)	14.70	12,233.00
Plan and Disclosure Statement / Business Plans (B320)	412.40	328,396.00
TOTAL	3,106.60	\$2,390,162.00

¹ Amounts in this chart do not include voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

EXPENSE SUMMARY FOR DLA PIPER LLP (US)
JUNE 1, 2018 THROUGH AUGUST 31, 2018¹

Expense Category	Total Expenses
Delivery Services	\$ 1,607.02
Out-of-Town Travel	512.00
Meals	5,410.84
Miscellaneous	3,758.00
Online Research	29,749.67
Duplicating	6,868.05
Internet Services	42.77
Car Service/Taxi	6,724.82
Hotel	19,208.13
Parking/Mileage Reimbursement	420.08
Air Fare	27,945.59
Transcripts	5,101.18
Temporary Personnel	8,521.50
Data Storage	3,978.00
Court Filing Fees	1,789.00
Corporate Filings	1,017.89
Total	\$122,654.54

¹ Amounts in this chart do not include voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

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Counsel For The Debtors

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	Chapter 11
	§	
4 West Holdings, Inc. <i>et al.</i> , ¹	§	Case No. 18-30777 (HDH)
	§	
Debtors.	§	(Jointly Administered)

**SECOND INTERIM APPLICATION OF DLA PIPER LLP (US) FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM JUNE 1, 2018 THROUGH AUGUST 31, 2018**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas, (the “Local Rules”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 262] (the “Interim Compensation Order”), DLA Piper LLP (US)

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as **Exhibit A**.

(“DLA Piper”) hereby files this *Second Interim Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses As Counsel for the Debtors for the Period from June 1, 2018 Through August 31, 2018* (the “Application”). By this Application, DLA Piper seeks an allowance and payment pursuant to the Interim Compensation Order for the sums of \$2,238,612.00² as compensation and \$120,762.29³ for reimbursement of actual and necessary expenses for a total of \$2,359,374.29, for the period from June 1, 2018 through and including August 31, 2018 (the “Compensation Period”). In support of this Application, DLA Piper respectfully represents as follows:

BACKGROUND

1. On March 6, 2018 (the “Petition Date”), each Debtor filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing these chapter 11 cases.

2. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On March 16, 2018, the office of the United States Trustee appointed the official committee of unsecured creditors (the “Committee”) in these chapter 11 cases.

4. On March 20, 2018, the Debtors filed the *Application of the Debtors for an Order Authorizing the Employment and Retention of DLA Piper LLP (US) as Counsel Nunc Pro Tunc to the Petition Date* [Docket No. 133] and the *Motion of the Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 136].

² This amount includes the voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

³ This amount includes the voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

5. On April 18, 2018, the Court entered the *Order Granting Application of the Debtors for an Order Authorizing the Employment and Retention of DLA Piper LLP (US) as Counsel Nunc Pro Tunc to the Petition Date* [Docket No. 264] (the “Retention Order”). The Retention Order authorizes DLA Piper to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses. On the same date, the Court entered the Interim Compensation Order.

6. Additional information regarding the Debtors and these chapter 11 cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these chapter 11 cases, is set forth in the *Declaration of Louis E. Robichaux IV in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 19].

PRIOR MONTHLY FEE APPLICATIONS

7. Pursuant to the Interim Compensation Order, DLA Piper has filed with the Court the following monthly applications for the following periods, each of which is incorporated herein by reference in its entirety: March 6, 2018 through March 31, 2018 [Docket No. 371] (the “First Monthly Fee Application”); April 1, 2018 through April 30, 2018 [Docket No. 508] (the “Second Monthly Fee Application”); May 1, 2018 through May 31, 2018 [Docket No. 732] (the “Third Monthly Fee Application,”), June 1, 2018 through June 30, 2018 [Docket No. 757] (the “Fourth Monthly Fee Application”), July 1, 2018 through July 31, 2018 [Docket No. 1025] (the “Fifth Monthly Fee Application”), and August 1, 2018 through August 31, 2018 [Docket No. 1073] (the “Sixth Monthly Fee Application” and together with the First, Second, Third, Fourth, and Fifth Monthly Fee Applications, the “Monthly Fee Applications”).

COMPENSATION PAID AND ITS SOURCE

8. All services for which compensation is requested by DLA Piper were performed for or on behalf of the Debtors.

9. During the period covered by this Application, DLA Piper has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DLA Piper and any other person, other than the partners of DLA Piper, for the sharing of compensation to be received for services rendered in these chapter 11 cases.

FEE STATEMENTS

10. The fee statements (the “Fee Statements”) for DLA Piper for the Compensation Period were attached as Exhibit B to each of the Monthly Fee Applications, respectively. These Fee Statements contain daily time logs describing the time spent by each attorney and paraprofessional for the Compensation Period. The hourly rates set forth in fee statements are those customarily charged by DLA Piper for similar legal services. DLA Piper’s fees for services rendered by lawyers, paralegals and other professionals are customary and usual in the legal community in which DLA Piper practices. To the best of DLA Piper’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases (the “Guidelines”), the Guidelines for Compensation and Expense Reimbursement of Professionals for the United States Bankruptcy Court for the Northern District of Texas, Rule 2016-1 of the Local Rules and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

11. The Debtors seek allowance and payment pursuant to the Interim Compensation Order for the sum of \$120,762.29 for reimbursement of actual and necessary expenses. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper

during the Compensation Period were attached as Exhibit C to each of the Monthly Fee Applications, respectively. DLA Piper charges its clients \$.20 per page for black & white photocopying expenses. DLA Piper does not charge its clients for internet usage, outgoing facsimile transmissions, or long-distance carrier charges for outgoing facsimile transmissions.

12. DLA Piper believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. In addition, DLA Piper believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES RENDERED

13. The partners, associates, and attorneys of DLA Piper, who have rendered professional services in these cases during the Compensation Period are: Thomas R. Califano (Partner), Shmuel M. Klahr (Partner), Eric Goldberg (Partner), Lisa R. Jacobs (Partner), Rachel Ehrlich Albanese (Partner), Daniel M. Simon (Partner), Kathy Owen Brown (Senior Counsel), Karen Nelson (Partner), Michael Massiatte (Of Counsel), Kira L. Mineroff (Associate), Dienna Corrado (Associate), Crystal Jamison Woods (Associate), Andy Zollinger (Associate), David E. Avraham (Associate), Kristy N. Grace (Associate), Jason Daniel Angelo (Associate), Micala R. Bernardo (Senior Attorney), David M. Riley (Associate), Tara Nair (Associate), Jade Williams (Associate), Breegan O'Connor (Associate), and Elissa B. Barratt (Associate).

14. The paraprofessionals of DLA Piper, who provided services to these attorneys in these cases during the Compensation Period are: Said Ertekin (Law Clerk), Melinda Masters (Legal Research Analyst), Francella Ashby (Senior Paralegal), William Lee Countryman (Senior Paralegal), Angel Avalos, Jr. (Senior Paralegal), Erica Eason-Hall (Senior Paralegal), Derrell Grant (Litigation Support Analyst), Deana Baglanzis (Senior Paralegal), Carolyn B. Fox

(Paralegal Specialist), Jenny Ford (Paralegal Specialist), Stephanie A. Lisko (Paralegal Specialist), and Rachel A. Hamilton (Senior Paralegal).

15. DLA Piper, by and through the above-named persons, has prepared or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these chapter 11 cases and has performed all necessary professional services that are described and narrated in detail hereinafter.

SUMMARY OF SERVICES BY PROJECT⁴

16. The services rendered by DLA Piper during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth in the Fee Statements. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category in the Fee Statements. Although every effort has been made to properly and consistently categorize the actual services provided into the appropriate category, certain tasks could properly be categorized into two or more task codes.

A. Case Administration

Fees: \$20,379.50; Total Hours: 43.50

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars and pleadings filings, preparation of hearing binders, preparation of agenda letters, and preparation of necessary notices and certifications in these chapter 11 cases.

⁴ Amounts in this section do not include voluntary reductions taken by DLA Piper during the Fourth Monthly Fee Application.

B. Creditor Inquiries

Fees: \$8,031.00; Total Hours: 9.80

This category includes all matters related to responding to creditor, employee and resident inquiries regarding these chapter 11 cases

C. Asset Analysis and Recovery

Fees: \$40,036.50; Total Hours: 57.90

This category includes all matters relating to and identifying, analyzing and recovering assets of the Debtors estates, including avoidance and lien related issues.

D. Asset Sales and Other Disposition of Assets

Fees: \$297,696.50; Total Hours: 353.80

This category includes all matters relating to and including the disposition of assets, namely the Transfer Portfolio and Restructuring Portfolio, including drafting and research in connection with the credit bid motion, valuation motion and sale motions, and issues related to the Asset Purchase Agreement with the proposed purchaser.

E. Adequate Protection & Relief from Stay

Fees: \$17,303.00; Total Hours: 24.00

This category includes all matters relating to research and analysis of issues related to violations of or requests for relief from the automatic stay in the Debtors' bankruptcy cases and related matters. During the Compensation Period, the Debtors and their advisors addressed many issues pertaining to vendors and stay issues with respect to pending non-bankruptcy litigation.

F. Utilities

Fees: \$2,162.50; Total Hours: 2.70

This category includes all matters relating to implementation of utilities, adequate assurance of payment procedures and certain utility inquiries.

G. Meetings and Communications with the U.S. Trustee and Creditors' Committee

Fees: \$6,411.00; Total Hours: 5.80

This category includes all matters relating to, preparing for and attending meetings and communications with, among others, the Committee and the U.S. Trustee, including responding to inquiries regarding the cases, creditor treatment, the Debtors' ongoing operations and Committee investigations.

H. Court Hearings

Fees: \$145,178.00; Total Hours: 202.30

This category includes all matters relating to preparing for and attending court hearings.

I. Employment Applications

Fees: \$12,401.00; Total Hours: 21.00

This category includes all matters relating to the retention of various professionals on behalf of the Debtors, and ordinary course professional administration.

J. Fee Applications

Fees: \$48,092.00; Total Hours: 95.60

This category includes all matters relating to the preparation, of fee applications filed by professionals retained by the Debtors.

K. Avoidance Action Analysis

Fees: \$5,572.00; Total Hours: 5.60

This category includes all matters relating to research and analysis of avoidance claim issues, including investigating and analyzing potential causes of action arising under chapter 5 of the Bankruptcy Code.

L. Assumption/Rejection of Leases and Contracts

Fees: \$10,318.50; Total Hours: 15.20

This category includes all matters relating to and including analysis of executory contracts and unexpired leases and preparation of motions related to such leases and contracts.

M. Litigation and Contested Matters

Fees: \$976,427.50; Total Hours: 1,213.30

This category includes all matters relating to and including analysis and preparation for all litigation and contested matters, including without limitation, responding to discovery requests, drafting motions and related research, including the motion to interpret certain plan provisions and subsequent reconsideration motion, the Debtors' recharacterization complaint and summary judgment motion in connection with same and potential settlement of litigation.

N. Non-Working Travel

Fees: \$67,466.50; Total Hours: 157.30

This category includes all non-working travel time and is billed at 50% of the hourly rate.

O. Business Operations/Strategic Planning

Fees: \$180,368.00; Total Hours: 197.00

This category includes all issues relating to general debtor in possession operations in chapter 11, including, without limitation, the preparation and filing of the Debtors' operating

reports and meetings and daily calls between the Debtors and their professionals for status updates on various matters and developing strategies for the Debtors' cases.

P. Financial Reports (Monthly Operating Reports & Schedules & Statements)

Fees: \$970.00; Total Hours: 2.00

This category includes all matters relating to preparation of schedules and statements and monthly operating reports, including collecting data, retrieving documents, communications with the U.S. Trustee and any other applicable activities, including reviewing management reports and drafts of the monthly operating reports.

Q. Financing/DIP/Cash Collateral Matters

Fees: \$204,781.00; Total Hours: 261.60

This category includes all matters under sections 361, 363 and 364 of the Bankruptcy Code, including debtor in possession financing, cash collateral, secured claims and loan document and lien analysis.

R. Real Estate

Fees: \$5,938.50; Total Hours: 11.10

This category includes all matters relating to and including review and analysis of real estate-related matters, including purchase agreements and lease provisions in connection with lease recharacterization issues.

S. Claims Administration and Objections

Fees: \$12,233.00; Total Hours: 14.70

This category includes all matters related to claims administration including scheduling bar dates and related procedures and addressing issues related to Omega's motion to compel payment of claims.

T. Plan and Disclosure Statement/Business Plans

Fees: \$328,396.00; Total Hours: 412.40

This category includes all matters related to the Debtors' chapter 11 plan, disclosure statement, various amendments thereto, and related documents and pleadings, including the motion under Bankruptcy Rule 3019, and discussions and negotiations with various constituencies.

Valuation of Services

17. Attorneys and paraprofessionals of DLA Piper have expended a total of 3,106.60 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional Individual	Hours	Rate	Amount⁵
Califano, Thomas R.	271.90	\$1,135.00	\$ 308,606.50
	42.50	\$567.50 ⁶	24,118.75
Klahr, Shmuel M.	63.20	\$1,130.00	71,416.00
Goldberg, Eric	18.30	\$995.00	18,208.50
Jacobs, Lisa R.	10.00	\$995.00	9,950.00
Albanese, Rachel Ehrlich	65.70	\$990.00	65,043.00
Simon, Daniel M.	539.00	\$920.00	495,880.00
	54.10	\$460.00 ⁶	24,886.00
Brown, Kathy Owen	41.60	\$920.00	38,272.00
Nelson, Karen	1.60	\$775.00	1,240.00
Massiatte, Michael	2.50	\$740.00	1,850.00
Mineroff, Kira L.	29.00	\$905.00	26,245.00
Corrado, Dienna	399.70	\$875.00	349,737.50
Jamison Woods, Crystal	105.00	\$800.00	84,000.00
Zollinger, Andy	108.80	\$795.00	86,496.00
Avraham, David E.	584.80	\$730.00	426,904.00
	41.00	\$365.00 ⁶	14,965.00
Grace, Kristy N.	11.00	\$720.00	7,920.00
Angelo, Jason Daniel	60.20	\$710.00	42,742.00
Bernardo, Micala R.	58.50	\$675.00	39,487.50

⁵ Amounts in this chart do not include voluntary reductions taken by the DLA Piper in the Fourth Monthly Fee Application.

⁶ Non-working travel billed at 50% of regular billing rate.

Name of Professional Individual	Hours	Rate	Amount ⁵
Riley, David M.	46.50	\$605.00	28,132.50
Nair, Tara	72.00	\$535.00	38,520.00
Williams, Jade	62.50	\$535.00	33,437.50
O'Connor, Breegan	31.00	\$485.00	15,035.00
Barratt, Elissa B.	30.20	\$445.00	13,439.00
Ertekin, Said	59.30	\$420.00	24,906.00
Masters, Melinda F.	7.00	\$380.00	2,660.00
Ashby, Francella	0.50	\$375.00	187.50
Countryman, William Lee	189.50	\$355.00	67,272.50
	19.70	\$177.50 ⁶	3,496.75
Avalos, Angel, Jr.	14.40	\$340.00	4,896.00
Eason-Hall, Erica	1.20	\$340.00	408.00
Grant, Derrell	32.80	\$330.00	10,824.00
Baglanzis, Deana	13.10	\$305.00	3,995.50
Fox, Carolyn B.	4.90	\$285.00	1,396.50
Ford, Jenny	5.00	\$280.00	1,400.00
Lisko, Stephanie A.	2.30	\$280.00	644.00
Hamilton, Rachel A.	6.30	\$245.00	1,543.50
TOTALS	3,106.60		\$2,390,162.00

The nature of the work performed by these persons is fully set forth in the Fee Statements. The reasonable value of the services rendered by DLA Piper to the Debtors during the Compensation Period is \$2,390,162.00.

DLA PIPER'S REQUESTED COMPENSATION AND REIMBURSEMENT OF EXPENSES SHOULD BE ALLOWED

18. Section 330 of the Bankruptcy Code governs compensation of professionals in a bankruptcy case and provides that, when determining the amount of reasonable compensation to award to a professional, the Court should consider the nature, extent, and value of the services to the bankrupt estate and all other relevant factors, including the following:

- (a) the time spent on such services;
- (b) the rates charged for such services;

- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

19. In determining the reasonableness of a professional's requested fee award, courts in the Fifth Circuit and in other districts have considered the following twelve factors articulated in *Johnson v. Georgia Highway Exp., Inc.*, 488 F.2d 714, 717 (5th Cir. 1974) (collectively, the "Johnson Factors"):

(1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of other employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the "undesirability" of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.

Id. See also, *In re Caprock Wine Co., L.L.C.*, No. BKR. 09-50576-RLJ-11, 2010 WL 5376292, at *2 (Bankr. N.D. Tex. Dec. 23, 2010).

20. DLA Piper respectfully submits that the services rendered and expenses incurred during the Compensation Period for which DLA Piper seeks compensation and reimbursement are reasonable based on the standard set forth in section 330 of the Bankruptcy Code and the Johnson Factors.

- (a) Time and labor required: DLA Piper expended 3,106.60 hours of professional time on behalf of the Debtors during the Compensation Period. DLA Piper's complete time records for the Compensation Period arranged in chronological order and by activity code category were attached as Exhibit B to each of the Monthly Fee Applications. The exhibits and narrative descriptions in the Monthly Fee Applications evidence the time and labor employed in representing the Debtors.
- (b) Novelty and difficulty of questions and matters resolved: The chapter 11 cases and the legal issues presented therein have required a high level of professional skill and expertise from professionals within DLA Piper's insolvency and other groups.
- (c) The reputation and skill of the attorneys providing the services: As noted above, DLA Piper has drawn upon the skill of some of its most experienced attorneys in rendering its services to the Debtors during the Compensation Period.
- (d) Preclusion of other employment: Given DLA Piper's size, DLA Piper's representation of the Debtors has not precluded employment by other clients. These chapter 11 cases have, however, required considerable time commitments from several DLA Piper attorneys and paraprofessionals.
- (e) Fees charged and fees awarded in similar cases: The fees sought by DLA Piper in this Application are commensurate with fees awarded to DLA Piper in other cases and the fees charges by comparable law firms.
- (f) Time limitations: These chapter 11 cases have required DLA Piper to perform an extensive variety of services and to address a range of issues on behalf of the Debtors, often under significant time constraints.
- (g) Whether the fee is fixed or contingent: All fees sought by professionals under sections 330 and 331 of the Bankruptcy Code are contingent prior to approval by the Court.
- (h) The "undesirability" of the case: Representation of the Debtors in these chapter 11 cases is not undesirable. As noted above, however, DLA Piper's representation of the Debtors in these chapter 11 cases has required a significant commitment of time and effort by several of DLA Piper's staff.
- (i) The Debtors' and DLA Piper's professional relationship: On September 23, 2017, the Debtors selected DLA Piper as counsel to represent them with respect to corporate governance, transactional, and other matters related to the sale of substantially all of the Debtors' assets and the filing of these chapter 11 cases.

(j) Awards in Similar Cases: As set forth above, the Court has the ability and power to award fees and costs to DLA. Bankruptcy courts around the country have awarded similar fees for the same time and quality of work performed.

21. Further, DLA Piper has assigned the work performed in these chapter 11 cases to attorneys having the experience and specialization to perform the services required efficiently and properly. The partners, counsel, and associates providing the services for which compensation is sought pursuant to this Application specialize in the fields of insolvency, litigation and corporate finance. Moreover, DLA Piper, as a general practice, seeks to use the services of paraprofessionals and legal assistants supervised by attorneys whenever appropriate in order to limit costs and more efficiently utilize the services of attorneys. DLA Piper has followed this practice with respect to the services rendered to the Debtors wherever possible.

22. Finally, in rendering services to and on behalf of the Debtors, DLA Piper has taken every care to provide the legal services as efficiently as possible and to avoid duplication of services. In this regard, as much as possible, day-to-day legal work, including, but not limited to, drafting of pleadings, memoranda, stipulations, agreements and correspondence has been performed by junior to mid-level associates.

23. With respect to the DLA Piper's requested expenses reimbursement, Bankruptcy Code section 330(a)(1)(B) provides for reimbursement to approved professionals for all "actual, necessary expenses." 11 U.S.C. § 330(a)(1)(B). DLA Piper submits that the expenses incurred in these chapter 11 cases were all necessary in the rendition of services for the Debtors.

STATEMENT OF THE APPLICANT

24. Pursuant to section C5 of the Guidelines, DLA Piper makes the following representations:

- a. DLA Piper did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees or terms for services that were provided during the Compensation Period.
- b. None of the hourly rates of DLA Piper's professionals and paraprofessionals included in this Application has been varied based on the geographic location of these cases.
- c. This Application includes a reasonable amount of time and fees related to reviewing and revising invoices to ensure compliance with the Guidelines.
- d. This Application does not include any rate increases since DLA Piper's retention was approved pursuant to the Retention Order.⁷

NOTICE

25. DLA Piper will serve this Application in accordance with the Interim Compensation Order and the Local Rules. Any objections to this Application must be in writing, comply with the requirements set forth in the Interim Compensation Order and served upon DLA Piper so as to be received no later than **4:00 p.m. (Central Daylight Time) on October 30, 2018.**

WHEREFORE, DLA Piper respectfully requests that the Court authorize (a) that for the period from June 1, 2018 through August 31, 2018, an allowance be made to DLA Piper pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$2,238,612.00⁸ as compensation for necessary professional services rendered and the sum of \$120,762.29⁹ as reimbursement of actual necessary costs and expenses, for a total of \$2,359,374.29 and that such sums be authorized for payment to the text not already paid, and (b) such other and further relief as this Court may deem just and proper.

⁷ The hourly billing rate for Mr. Califano was inadvertently listed as \$1,060 per hour in the Retention Application. Mr. Califano's hourly billing rate for 2018 has been \$1,135 per hour and such rate has not increased post-petition.

⁸ This amount includes voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

⁹ This amount includes voluntary reductions taken by DLA Piper in the Fourth Monthly Fee Application.

Dated: October 15, 2018
Dallas, Texas

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Andrew Zollinger

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